FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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OTH ORNIED OFFICE	
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Limited partnership interests in LaSalle Asia Opportunity Fund II, L.P.	
Filing Under (Check box(es) that apply):	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
LaSalle Asia Opportunity Fund II, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
33 Cavendish Square, P.O. Box 2326	(011) 020 7852 4000
London, England W1A 2NF	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Same as above.	(011) 020 7852 4000
Brief Description of Business	
Acquisition, ownership, management and disposition of commercial real estate.	
Type of Business Organization	Pool
corporation limited partnership, already formed	other (please specify):
☐ business trust ☐ limited partnership, to be formed	ما الله الله الله الله الله الله الله ال
Month Year	UEC 14 2001
Actual or Estimated Date of Incorporation or Organization: 1 2 20 04	☐ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for	or State:
CN for Canada: FN for other foreign jurisdiction)	FN WOUNCEN 200
GENERAL INSTRUCTIONS	
Federal:	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg, or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) LaSalle Investment Management, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(cs) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) LaSalle Asia Opportunity II GP LLC Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Michael Ricketts Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Gordon Repp Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) James Jasionowski Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 ☐ Beneficial Owner ☐ Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Demetri Rackos Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 ☐ Beneficial Owner Director Check Box(es) that Apply: ☐ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Lynn Thurber Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)			,,,,	
Kim Woodrow					
Business or Residence Address					
200 E. Randolph Driv	ve, Chicago, IL	60601			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)	_			
C. Allan Swaringen			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
200 E. Randolph Driv	ve, Chicago, IL	60601			
Check Box(cs) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	ndividual)				
Leo Owens					
Business or Residence Address	(Number and Street	et, City, State, Zip Code)			
200 E. Randolph, Ch	icago, IL 60601				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
Check Box(cs) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		··· -		
Business or Residence Address	(Number and Street	et, City, State, Zip Code)			
Check Box(cs) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	indivi d ual)				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
Check Box(cs) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			

				В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
I. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			\boxtimes
			A	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2 Wha	2. What is the minimum investment that will be accepted from any individual?									\$10.000	1 000 00	
Z. Wild	t is the ini		sinjent ma	t will be ac	cepted not	n any mui	viduai:	••••••		••••••	\$10,000	5,000.00
									Yes	No		
3. Does	3. Does the offering permit joint ownership of a single unit?										. 🗆	\boxtimes
commoffer	mission or ing. If a poor or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or o	chasers in a gent of a dealer. If n	be paid or connection broker or connection formation	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
		ame first, i applicable		1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
		erson Listed										1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
·[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	findividua	l)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)		r			
Name o	f Associate	ed Broker o	or Dealer	- •								
		erson Listed									П Al	l States
[AL]	[AK]			[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AZ] [IA]	[AR] [KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI] ·	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	l)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer						1			
		erson Lister ates" or ch									🗀 Al	I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	— [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[DE]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt..... Equity Common Preferred Partnership Interests \$500,000,000.00 \$-0-Other (Specify ____ Total\$ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors..... -0-\$-0-Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Rule 504..... Total..... \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.... \$-0-Printing and Engraving Costs.... \boxtimes \$-0-Legal Fees \$-0-Accounting Fees S-0-Engineering Fees \times \$-0-Sales Commission (specify finders' fees separately)..... \boxtimes \$-0-Other Expenses (identify) Miscellaneous expenses (postage, travel, etc.)..... \$-0- \boxtimes Total

	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXPENSES A	ND USE OF	PROCEEDS						
	Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."									
	each of the purposes shown. If the ame	sted proceeds to the issuer used or proposed to ount for any purpose is not known, furnish an e. The total of the payments listed must equal n response to Part C – Question 4.b above.	estimate and	d						
				Payments to Officers, Directors & Affiliates	Payments To Others					
	Salaries and fees		🗆	\$	\$					
	Purchase of real estate		🛮	\$-0-	S-0-					
•	Purchase, rental or leasing and ins	tallation of machinery and equipment	🗆	\$	<u> </u>					
	Construction or leasing of plant by	uildings and facilities		\$	□ <u>\$</u>					
	Acquisition of other businesses (in offering that may be used in exchapursuant to a merger)	er	\$							
	Repayment of indebtedness			\$	<u> </u>					
	Working capital		🗆	\$						
	Other (specify):			\$	<u> </u>					
		·		\$	□ \$					
		,								
	· ·	tals added)		⊠ <u>\$-0</u>						
		D. FEDERAL SIGNATURE								
follo	wing signature constitutes an undertak	e signed by the undersigned duly authorized puting by the issuer to furnish to the U.S. Securited by the issuer to any non-accredited investor	ties and Exc	hange Commissi	on, upon written					
lssu	er (Print or Type)	Signature		Date						
. کو ا	alle Asia Opportunity Fund II, L.P.	LaSalle Asia Opportunity II GP LLC, Ger Partner	neral	November	22 2004					
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		Movembel	<u>44</u> , 4004					
C. A	llan Swaringen	Authorized Person								

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
	2 presently subject to any of the disqualification prov	
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times	s to furnish to any state administrator of any state in as required by state law.	which this notice is filed, a notice on
3. The undersigned issuer hereby undertak issuer to offerees.	es to furnish to the state administrators, upon writte	n request, information furnished by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be so the state in which this notice is filed and understandard dishing that these conditions have been satisfied.	
The issuer has read this notification and kn undersigned duly authorized person.	ows the contents to be true and has duly caused this	notice to be signed on its behalf by the
Issuer (Print or Type)	Signature	Date
LaSalle Asia Opportunity Fund II, L.P.	LaSalle Asia Opportunity GP LLC, General Partner	November 22,2004
Name (Print or Type)	Title (Print or Type)	
C. Allan Swaringen	Authorized Person	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

]		2	3			4			5
	Intend to non-ac investors (Part,B-	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL					: :				
AK									
AZ									
AR									
CA									
со									
СТ									
DE									
DC									
FL									
GA									
ні									
ID									
IL									
IN									
lA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
МО									
MT									
NE									
NV									

APPENDIX

1	2 3		2 3 4					5	
	Intend to non-ac investors (Part.B-	ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NH									
NJ									
NM							****		
NY									
NC									
ND									
ОН									
ОК									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR									